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Executive Bylaw
For Law No. 1 for the Year 2001
Concerning Associations and Foundations

Chapter 1

Nomenclature and Definitions

Article 1: This bylaw is to be called (the Executive Bylaw For Law No. 1 for the Year 2001 Concerning Associations and Foundations)

Article 2: The terms and expressions shown adjacent to each word or expression, unless otherwise indicated from the context:

Republic: The Republic of Yemen.

Law: For Law No. 1 for the Year 2001 Concerning Associations and Foundations.

Ministry: The Ministry of Pensions and Social Affairs, or the Branch Offices at the Governorates.

Minister: Minister of Social Affairs and labor.

Competent Ministry : Any ministry that is responsible for technical supervision over the position and activities of Associations or Foundation in accordance with the law, or its internal regulations.

Competent administration: The administration on Associations and Foundations in the ministry or the Branch Offices at the Governorates.

Association: Any popular association established in accordance with this law by natural persons the least number of which is 21 persons at the time of application for the establishment thereof and 41 persons at the constituent meeting, the primary purpose of which is the realization of a common benefit for a specific social group, or to undertake activities/functions that are of a public benefit, and which does not seek from its activities to generate a financial profit for its members, and the membership of which shall be open in accordance with the conditions spelled out in the organizational procedures.

Foundation: Any popular institution established in accordance with the provisions of this Law, for a limited or unlimited time, by one or more natural or legal person, in order to undertake a public benefit function, without aiming to generate a financial profit, and its membership shall be confined to its founders only.

Contract: The establishing contract of the association or foundation

The Articles of Association: The Articles of Association of an association or foundation.

General Assembly: The total number of the founders and members of the association.

The Board of Directors: The Board that is elected by the General Assembly.

The Board of Trustees: The Board of Directors of the Foundation.

The Control Committee: The Committee elected by the General Assembly.

Governorate Federation: This is a legal entity, which is composed of a number of associations and foundations, notwithstanding what their type is, within the same governorate.

Federation of a Specific Type: This is a general federation of associations and foundations of the same type, which seek to achieve common specific objectives, in a specific area in the range of their geographical areas or throughout the Republic.

General Federation: This is a general federation of associations and foundations which consist of the Governorate Federations and Federations of Associations and Foundations of the same type.

General Board: The General Board of the Governorate Federation or the Federation of a Specific Type of Associations and Foundations.

General Congress: The General Congress for the Governorate Federation, Federation of Specific Type or General Federation of Associations and Foundations.

Executive Office: The Executive office of the Governorate Federation, Federation of Specific Type or General Federation of Associations and Foundations.

Chapter 2

Governmental Supervision On Associations and Foundations and their federations

Section 1:

Legal and control supervision of the ministry

Article 3: The ministry, represented by the competent administration takes over the responsibility of legal and control supervision on associations and foundations and their federations to preserve the law and this bylaw, and in order to achieve that, it may apply the following tasks and mandates:

- 1- registering and proclaiming of associations and foundations and their federations, and issuing their registration certificates
- 2- attending the elections of associations and foundations and their federations, and organizing them in a sound democratic way
- 3- inspecting and revising administrative and financial issues of associations and foundations and their federations to check their compliance with the provisions of the law and this bylaw and the articles of association, and to take measures against violations in a way that shows no contradiction with the law, this bylaw or any other relevant law
- 4- Issuing bylaws on the process of legal supervision and the executive procedures for the establishment, registration and proclamation of associations and foundations and their federations, and their electoral regulations
- 5- Offering advice and technical aid to associations and foundations and their federations at their request, as well as supporting and fostering them in a way that guarantees their success and the achievement of their goals.
- 6- Issuing Articles of association, and model establishment contracts for associations and foundations.

Article 4: The ministry has the right to suspend any resolution taken by the board of directors/the board of trustees/the general board/the executive office in case it violates the provisions of the law or this bylaw, this board or office has the right to petition for the minister, and may recourse to court.

Section 2:

Technical Supervision of the competent Ministry

Article 5: The competent ministry shall – in coordination with the ministry – take over the task of technical supervision over the activities of associations

and foundations and their federations, and in order to achieve that, it may apply the following tasks and mandates:

- 1- Offering technical advice and aid to associations and foundations and their federations when planning and practicing their activities, and at their request, as well as supporting and fostering them in a way that guarantees their success and the achievement of their goals.
- 2- Issuing bylaws competent with organizing the process of technical supervision over the activities of associations and foundations and their federations.

Article 6: If the activity conducted by the association or foundation requires a license from the ministry, the association or foundation is not allowed to conduct or announce this activity, or allow someone else to conduct it in a place it controls until the license is acquired from the competent ministry

Chapter 3

Establishment of Associations and Foundations

Section 1:

Procedures and conditions of establishment

Article 7: A- The registration application of the association or foundation should be filed to the competent administration in written form and in accordance with the model prepared by the ministry, taking into consideration that it should be signed by 21 of the founders at least in the case of the association, and by the founder/founders, whoever legally stands for them or the person assigned to perform this task in the case of the foundation.

B- The following documents should be attached to the application:

- 1- Three copies of the article of association, the establishment contract of the association or foundation to be established
- 2- A list of the full names of the founders showing their address, occupation, age, signature and a photocopy of his ID document or passport
- 3- A resolution of the founders showing the name of the person(s) assigned to pursue the procedures of registration in accordance with the model ratified by the ministry
- 4- The suggested title for the association or foundation, with two substitute titles

- 5- A bank certification that the amount set for the establishment of the foundation was deposited
- 6- Any other documents required by the registration application model

Article 8: A- The competent administration should check that all required documents are attached before handing over the receipt

B- The application is to be registered at the competent administration. The applicant(s) should be given a receipt showing the received material and the date of registration and the date of revision, signed by the officer in charge, in accordance with the model ratified by the ministry

C- It is a prerequisite that the name of the association or foundation signifies its objectives and activities, and that it is not similar to any other standing association or foundation in its geographical domain.

Section 2: The provisions on establishing branch offices of Associations and foundations

Article 9: A- The association may conduct an activity through a branch office, it may as well conduct an activity outside the domain of the governorate where its head office is established, in this case this activity falls under the authority of article 6 of this bylaw

B- If the association establishes a branch office in the governorate where its head office is established, or else where in the governorates of the republic, this branch office should in all its activities follow the instructions of the association as an extension of it, the branch office is not allowed to do otherwise.

Article 10: A- Branch offices have the right to be represented in the board of directors of the association, by the ratio devised by the general assembly and in accordance with the size of the association

B- The association may prepare a bylaw or regulation for the branch office, that is issued by resolution of the board of directors after the agreement of the general assembly, that shows:

- 1- The location of the branch office
- 2- The type of activity it may conduct
- 3- Its geographical domain
- 4- Financial appropriations of the branch office
- 5- Permanent sources of funding of the branch office

- 6- Director(s) of the branch office and how he/they are chosen
- 7- The relationship between membership in the association and membership of the branch office
- 8- The period for which the branch office is active, if limited

Article 11: The Foundation that seeks to establish a branch office or more in any governorate may apply to the competent administration with a registration application in accordance with the model prepared by the ministry with a resolution of the founder/founders of the foundation attached, showing the reasons behind the establishment of this/these branch office(s). The articles of association of the foundation should define the way the branch is to be directed, the structure of the branch office and its relationship with the foundation

Section 3: Proclamation and certificate of registration

Article 12: A- The competent administration should proclaim the association or the foundation within a month of receiving the registration application, unless the competent administration rejects the application with a justified decree.

B- The competent administration proclaims the association or foundation by recording its articles of association in the relevant register, after the completion of elections and the publishing of the registration summary in a governmental newspaper on the expenses of the association or foundation

C- If the month is to pass, without issuing a decree of acceptance or rejection, the application is to be considered accepted by the force of the law. The competent administration, based on the request of those it concerns, shall perform the recording, and proclaim the association or foundation in accordance with section b of this article.

Article 13: A- Taking into consideration the period of time stated in article 12/c of this bylaw, the ministry has the right to object to whatever it sees in contradiction with the provisions of the law, this bylaw or any of the other laws, by sending a justified notification to the association or foundation. The association or foundation has to remove those contraventions in the period defined in the notification.

B- The legal personality of the association or foundation is established by the recording of its articles of association in the relevant register at the competent administration

C- During ten days of a decree of rejection, the ministry has to inform the founders of the decree by registered mail or delivery by hand. The founders have the right, within 60 days of being informed, appeal to the court of competent jurisdiction.

D- The competent administration has to issue the certificate of registration within ten days of the date of proclamation in accordance with the provisions of the law

Article 14: The competent administration should keep copies of the documents related to the registration of the registered and proclaimed association or foundation, and managing their registers especially the following ones:

- 1- Establishment applications register
- 2- Proclamation register
- 3- Issuing licenses register
- 4- Subsidies register
- 5- Exemptions register
- 6- General data register

Article 15: Every member of the association of foundation or any competent person has the right to reach the documents related to the registration and proclamation of the association or foundations, and acquire copies or certificates of them, after paying 200 riyals for every copy or certificate.

Chapter 4

The rights and duties of associations and foundations and their financial resources

Section 1:

The rights of associations and foundations

Article 16: The association or foundation has the right to:

- 1- Rent and own the real estate needed for its activities
- 2- Contract employees to run its activities
- 3- Open bank accounts in its name, and perform the regular banking procedures needed for its activities
- 4- Conduct its activities in its head office or branch offices in governorates
- 5- Invest its extra finances in short term and easily liquefiable investments
- 6- Using the help of local or foreign advisory offices to perform the studies needed for its activities, programs, plans or to improve its performance.

7- Appeal to the court of competent jurisdiction against any measure taken against it by the ministry or any of the bodies of the state.

Article 17: The association or foundation may, as long as the ministry is informed, receive material or financial aid from a foreign person or a foreign institution or from a representative of any of them in the republic, and may as well send any of the aforementioned abroad to persons or institutions for humanitarian causes, the association or foundation should provide the ministry with the following data:

- A- The title of the association/foundation that will receive the aid and the number and date of its registration
- B- The name of the foreign person, the foreign institution or its representative in the republic, and the name of the country they belong to and the location of their head office
- C- The purpose for receiving or sending such aids
- D- The amount of money received or sent
- E- The method of receiving or sending this money

Article 18: A- The association or foundation may perform any activity at the request or demand of a foreign institution after acquiring a permission from the minister in accordance with an application showing the following:

- 1- The title of the association/foundation that will perform the activity and the number and date of its registration
- 2- The name, address and nationality of the foreign institution
- 3- The main activity of the foreign institution, and the country(ies) where it is active
- 4- The nature and purpose of the activity and its timeframe.

B- The minister should review the application within 30 days of its filing date, and the ministry shall inform the association or foundation of its decision by registered mail or delivery by hand, within ten days of the issuing of the decree.

Article 19: The Association or foundation may, in compliance with the law, enjoy the following advantages:

- A- Exemption from all taxes on all its resources
- B- Exemption from taxes and customs on whatever it may import of goods, machines, instruments, spare parts, and primary material (manufactured or not) that are needed for the achievement of its objectives, by pursuing the following procedures:
 - 1- Filing a written application to the minister

- 2- The minister should review the application with 30 days of its filing date
- 3- If the minister agrees, the application and its attachments is transferred to the minister of finances to review it within 30 days, if he agrees, the ministry should hand the association or foundation the decree of exemption as soon as the documents proving the purchase of the exempted materials are filed.
- 4- If a decree of rejection was issues, the association or foundation has the right to appeal to the court of competent jurisdiction

C- Exemption from customs on all it may receive of gifts and aids from abroad, that are needed to achieve its objectives based on the suggestion of the minister and the agreement of the minister of finances

D- The fare for water and electricity for houses apply to the head offices of associations and foundations, with 50% discount.

Section 2: The duties of associations and foundations

Article 20: The Association or foundation registered in accordance with the law and this bylaw is committed to the following:

- 1- Serving, improving, expanding, and increasing public awareness of the problems of the activity or sector that it was established for and their solutions.
- 2- Notifying the competent administration of any amendment of its articles of association within 30 days of the decree.
- 3- Show its title, address, head office, registration no. and geographical domain on all its registers, records and every other publication or correspondence
- 4- Making the certificate of registration visible in its head office and branch offices if existent.
- 5- Not practicing any activity of partisan nature, related to electoral campaigns, or appropriating any portion of its resources to that by direct or indirect means.
- 6- Notifying the ministry beforehand when receiving material or financial aid from abroad, or when sending any of the aforementioned abroad for humanitarian reasons.
- 7- Not executing any activity at the request or demand of a foreign institution without the agreement of the ministry

- 8- Not dealing with any of its fixed assets defined by the minister in coordination with the minister of finances within 5 years of its exemption date, unless due taxes and customs are paid for them.
- 9- Not soliciting the public for donation without the agreement of the board of directors or the board of trustees.
- 10 – Confining itself to spending its resources in the purposes defined in its articles of association
- 11- Not practicing or participating in any commercial activity that is not in harmony with the objectives of the association or foundation, especially those that constitute a financial risk.
- 12- Confining itself to the provisions of the law, this bylaw and its articles of association when practicing its activities.

Article 21: A- The association or foundation should at least keep registers showing the following:

- 1- Membership and subscriptions
- 2- Correspondence, ordered with easy-to-follow serial numbers.
- 3- Meetings of the board of directors or board of trustees.
- 4- Meetings of general assembly, or founders
- 5- The projects financed, wholly or partly, by the association or foundation, the appropriated money for each project and the amount of money spent on every project
- 6- Banking register
- 7- Activities of solicitation, and the money collected
- 8- Financial resources, and the dates of their attainment.
- 9- Proprieties
- 10- Expenditure, bodies receiving the money spent, with valid documentation

B- The association or foundation should file the following reports to the ministry annually:

- 1- Activities and projects report (in two copies)
- 2- Financial report containing the balance sheet, with an explanatory memorandum. All reports should be ratified by the general assembly in its regular annual meeting or the board of trustees, in accordance with assets, and filed within the timeframe defines by the law (in two copies)
- 3- Reports of the control and inspection committee or the legal accountant, ratified by the general assembly or the board of trustees.

C- The association or foundation should keep those registers for at least five years from their closure.

D- The association or foundation should keep their financial reports for at least nine years from their issuing date

E- Every member or competent person may review the registers and reports mentioned in passages A and B of this article

Section 3:

The financial resources of associations and foundations and their financial regulations

Article 22: Taking into consideration the privacy of the financial resources mentioned in passages 1 and 2 of this article, the financial resources of associations and foundations are constituted by the following:

- 1- Membership fees and subscriptions of the members of an association
- 2- Appropriated money that was allocated by the founder(s) of a foundation
- 3- Aids, subsidies, donations, endowments and unconditioned gifts, whether from government institutions, national or foreign institutions and organizations, and in a way that is not in contradiction with the laws in action.
- 4- Benefits of the assets of the association or foundation, or the economic activities it undertakes.
- 5- Any other resources stated by the articles of association that are agreed by the board of directors or board of trustees, and are in compliance with the laws in actions.

Article 23: A- the fiscal year of the association or foundation starts on the first of January every year, and ends on December 31 of the same year, except the year of establishment, where the fiscal year starts on the date of proclamation of the association or foundation, and ends on December 31 of the next fiscal year

B- The money of the association or foundation is deposited at the bank defined by the board of directors or the board of trustees

C- The association or foundation may keep an amount of money with the fund trustee that covers the expenditure of no more than two months

D- In order to spend any amount of money, the expenditure permit should be signed by the head of the board of directors or the head of the board of trustees or whoever stands for him by the authority of a written deputation, and the financial officer.

Article 24: A- All amounts spent from the money of the association or foundation should be for the achievement of its objectives, and should be spent in accordance with the spending regulations devised by the legal accountant.

B- Any association or foundation whose capital is more than a million riyals annually should be audited by an independent authorized legal accountant, so that the auditing is performed within no more than three months from the end of the fiscal year, defined in article 23-A

C- The association or foundation is not allowed to solicit the public or receive donations but through receipts issued by the association or the foundation and signed by the commissioned member and stamped with stamp of the association or foundation

Article 25: The capital of the association or foundation should be enough to achieve its objectives. A portion of this capital may be in the form of assets, but with the maximum of 50% of all the capital.

Chapter 5

Membership of Associations and Foundations

Section 1:

Membership of Associations

Article 26: A- The membership of associations is open, and anyone who wants to join an association is stipulated to:

- 1- Fulfill all the conditions of membership as stipulated by the articles of association
- 2- Filing a membership application to the chairman of the board of directors

B- The board of directors should review the application and decide whether to accept or decline the application within one month from the filing date, the lack of a decision is considered an acceptance after this period of time.

C- If the application is rejected within the aforementioned period, the applicant has the right to appeal to the ministry within one month from the date of his notification of the decision, if the ministry upholds the decision of rejection, the applicant has the right to appeal to the court of competent jurisdiction within 60 days of his notification of the decision.

Article 27: The member of the association has the following rights:

- 1- Attending the meetings of the general assembly, and expressing his opinions and suggestions in the subjects and issues being discussed
- 2- Voting on the decisions of the general assembly
- 3- Nomination for the membership of the board of directors, the control committee or anything else
- 4- Any other rights stated by the articles of association

Article 28: The member of the association is committed to the following duties:

- 1- Paying his subscription fees in the due dates stated in the articles of association
- 2- Attending the meetings of the general assembly or any other meeting to which he is invited by the board of directors or the control committee
- 3- Executing the tasks assigned to him by the general assembly or the board of directors.
- 4- Abiding by the provisions of the law, this bylaw and the articles of association when performing any tasks related to the activities of the association
- 5- Any other duties stated by the articles of association, and that are not in contradiction with the laws and bylaws in action

Section 2: Membership of Foundations

Article 29: A. Membership of foundations is limited to the founding members only.

B- A founding member of the foundation is stipulated to:

- 1- Have no criminal records
- 2- Enjoy all his civil rights

Chapter 6 Administration of Associations and Foundations

Section 1: Administration of Associations

First: the general assembly

Article 30: The general assembly consists of all the members that have fulfilled their obligations in accordance with the articles of association, and have been members for 3 months at least

Article 31: A- The chairman of the board of directors calls the general assembly to convention for a regular meeting at least once a year, and within one month from the finalization of auditing

B- The call to convention should be by advertisement in official means of information and at least two weeks before the date of the meeting. It should make clear the time and place of the meeting and its agenda, the board of directors should send a copy of the papers to be discussed in the meeting to the competent administration and the federation to which the association belongs at least two weeks before the meeting

C- The member of the general assembly is not allowed to deputize another member to attend the meeting for him, or to vote for him.

D- The general assembly is not allowed to discuss anything outside its agenda

Article 32: A-The convention of the general assembly is considered valid by the presence of the absolute majority of its registered members (50% + 1), if the quorum is not fulfilled, the meeting is postponed for no more than one week, if the quorum is not fulfilled in the second meeting, the meeting is postponed for 24 hours, and then the convention is considered valid by the presence of any number of the registered members

B- Taking into consideration the provisions of article 20 of this bylaw, the resolutions of the regular general assembly are issued by the majority of the present members, and the resolutions of the irregular general assembly are issued by the absolute majority of the members of the association(50% + 1)

Article 33: The general assembly in its annual regular convention undertakes the following tasks and mandates:

- 1- Ratifying the reports of the board of directors and the control committee for the past fiscal year, and endorsing the action plan for the next fiscal year
- 2- Ratifying the report of the legal accountant, including the expenditure and revenues of the association and its financial situation for the past fiscal year
- 3- Ratifying the balance sheet of the past fiscal year
- 4- Endorsing the estimate budget of the next fiscal year

- 5- Electing the chairman and members of the board of directors and the control committee
- 6- Appointing a legal accountant and setting his payment
- 7- Endorsing the establishment branch office(s) of the association, and agreeing on its/their regulation
- 8- Any other issues stated by the articles of association or introduced by the board of directors

Article 34: The member of the association is not allowed to vote if he has personal interest in the subject at hand, with the exception of the election of the board of directors and the other boards and committees related to the association

Article 35: The general assembly in its irregular convention reviews and decides as regards the following issues:

- 1- The amendment of the articles of association
- 2- Dissolving, merger or break up of the association
- 3- Votes of confidence in all or some of the members of the board of directors or the control committee
- 4- Agreeing to join an Arab, regional or international organization, association or federation outside the republic.
- 5- Endorsing the vending or mortgaging of the properties of the association
- 6- Any other issues stated by the articles of association

Second: the board of directors

Article 36: A- A board of directors of no less than 5 and no more than 10 members undertakes the task of administering the association, to be elected by the general assembly from its members by secret balloting.

B- The articles of association defines the condition of nomination for membership of the board of directors

C- The term of the members of the board of directors is three years

D- The same person may not hold the membership of the board of director and have a paid job at the association at the same time, unless a resolution as such is issued by the general assembly

Article 37:

- 1- In case there were members of foreign nationalities, the ratio of the Yemeni members of the board of directors should be at least equal to the representation of Yemeni citizens in the general assembly

- 2- The same person may not hold the membership of the board of director, and work for the ministry or any other public body that deals with supervision or control over the association and its funding at the same time, unless an agreement was issued by the ministry for reasons of public interest. This prohibition is limited to the leaderships of the aforementioned bodies from director of administration or higher, of those who conduct actual administrative work.

Article 38: The board of directors undertakes the following tasks and responsibilities:

- 1- Distribution of tasks and responsibilities among its members by means of consent, or by the majority of votes.
- 2- Signing contracts with any other body when executing a project, in a way that bears no contradiction with the law, this bylaw or the articles of association
- 3- Choosing the bank at which the money of the association is to be deposited
- 4- Defining the amount of money to be invested in short term investments
- 5- Preparing the projects of annual reports on the activities of the association, its branch offices and the amounts of money it spent, in order to introduce them to the general assembly for ratification
- 6- Appointing an executive director for the association, and defining his tasks
- 7- Organizing the general assembly meetings
- 8- Preparing the project of the estimated budget for the next fiscal year and introducing it to the general assembly for ratification
- 9- Preparing projects of amendment of the articles of association, liquidation, merger or breakup and introducing them to the general assembly for ratification
- 10- Preparing the project of the balance sheet of the past fiscal year, and revising the report of the legal accountant, and introducing them to the general assembly for ratification
- 11- Preparing the financial and administrative regulations for employees
- 12- Hiring the employees needed for the activities of the association, and dealing with the issues of their hiring, salaries, disciplinary measures and dismissal.
- 13- Creating temporary or permanent committee(s) that may deputize the board in performing certain tasks defined by the resolution of creation
- 14- Any other tasks or responsibilities stated by the articles of association

Article 39: A- The board of director meets regularly at least once a month by a written invitation of its chairman or who deputizes him, and it may hold exceptional meetings based on a justified requisition of its chairman ,two thirds of its members or one third of the members of the general assembly

B- The member of the board of directors is not allowed to skip its meetings without an acceptable excuse that is introduced at least 24 hours before the meeting, and any member who skips three consecutive meetings without excuse is considered resigned.

C- The member of the board of directors is not allowed to participate in discussion or voting on any issues if he or one of his relatives up to fourth degree has personal or financial interest

D- The resolutions of the board of directors are issued by the absolute majority of the present members, and if the two sides are equal the side where the chairman is wins the vote.

Article 40: A- If the position of one of the members of the board of directors becomes vacant for any reason, he is to be substituted by the member with the highest votes in the last elections

B- If the vacant positions become one third or more of the positions of the board of directors in a way that makes its legal convention difficult, the chairman of the board or the remaining members should call the general assembly to convention for an irregular meeting within 30 days to:

- 1- Fill the vacant positions if the period of time remaining in the term is more than 6 months
- 2- Elect a new board of director if the period of time remaining in the term is less than 6 months

C- If the general assembly was not called to convention within the period stated in section B of this article, the ministry may call the general assembly to convention for an irregular meeting to fulfill one of the two purposes stated in section B of this article, within 30 days after the end of the aforementioned period

Article 41: The chairman of the board of directors undertakes the following tasks and responsibilities:

- 1- Presiding over the meetings of the board of directors and the general assembly
- 2- Calling the board of directors and the general assembly to convention
- 3- Ratifying the agendas of the meetings of the board of directors and the general assembly and watching over the execution of their resolutions
- 4- Representing the association before other bodies
- 5- Signing financial documents and checks with the financial officer in accordance with the articles of association of the association

- 6- Supervising all the activities of the association and its subordinate committees
- 7- Any other tasks or responsibilities stated by the law, this bylaw and the articles of association

Third: the control committee

Article 42: A- A control committee shall be created for every association, that consists of at least three members, chosen by the general assembly through secret elections

B- The term of membership of the control committee is three years

C- The same person is not allowed to be a member of the board of directors and the control committee at the same time

Article 43: The control committee undertakes the following tasks and mandates:

- 1- Monitoring the activities of the board of directors to inspect its commitment to the articles of association and the laws and bylaws in action
- 2- Revising all the documents of expenditure and preparing a report on them and introducing it to the general assembly
- 3- Expressing opinion in the matters of importance to the association and responding to whatever the board of directors introduces to it
- 4- Following up with and studying the reports of the ministry concerning the activities of the board of directors, and preparing replies and introducing them to the general assembly
- 5- Preparing an annual report on the activities and results of control and inspection it led, and introducing it to the general assembly in its annual regular meeting for ratification
- 6- Any other tasks or responsibilities stated by the articles of association

Section 2: Administration of Foundations

The Founder(s)

Article 44: The founder(s) of the foundation have the same mandates as those of the general assembly of an association in accordance with the articles of association of the foundation

The Board of trustees

Article 45: The foundation is administered by a board of trustees of at least three members appointed by the founder(s), the founder(s) may be member(s) of the board of trustees

Article 46: The board of trustees takes over the following tasks and responsibilities:

- 1- Signing contracts with any other body when executing a project, in a way that bears no contradiction with the law, this bylaw or the articles of association
- 2- Choosing the bank at which the money of the foundation is to be deposited
- 3- Hiring a legal accountant for the foundation
- 4- Preparing the annual reports on the activities of the foundation, its branch offices and the amounts of money it spent, in order to introduce them to the founder(s) for ratification
- 5- Appointing an executive director for the foundation, and defining his tasks in accordance with the articles of association
- 6- Signing contracts and documents needed for the activities of the foundation in accordance with the articles of association
- 7- Organizing the meetings of the board
- 8- Preparing the project of the estimated budget for the next fiscal year
- 9- Preparing projects of amendment of the articles of association, liquidation, merger or breakup
- 10- Preparing the project of the balance sheet of the past fiscal year, and revising the report of the auditor
- 11- Preparing the financial and administrative regulations for employees
- 12- Hiring the employees needed for the activities of the foundation, and dealing with the issues of their hiring, salaries, disciplinary measures and dismissal.
- 13- Creating temporary or permanent committee(s) that may deputize the board in performing certain tasks defined by the resolution of creation
- 14- Any other tasks or responsibilities stated by the articles of association

Article 47: A- The board of trustees meets regularly at least once every three months by a written invitation of its chairman or who deputizes him, and it may hold exceptional meetings based on a justified requisition of its chairman ,two thirds of its members or the founder(s)

B- The member of the board of trustees is not allowed to skip its meetings without an acceptable excuse that is introduced at least 24 hours before the meeting, and any member who skips three consecutive meetings without excuse is considered dismissed.

C- The member of the board of trustees is not allowed to deputize another member to attend the meeting for him, or to vote for him.

Article 48: A- The member of the board of trustees is not allowed to participate in discussion or voting on any issues if he or one of his relatives up to fourth degree has personal or financial interest

B- The same person may not hold the membership of the board of trustees, and work for the ministry or any other public body that deals with supervision or control over the foundation and its funding at the same time, unless an agreement was issued by the ministry for reasons of public interest. This prohibition is limited to the leaderships of the aforementioned bodies from director of administration or higher, of those who conduct actual administrative work.

Third: the control committee

Article 49: Taking into consideration the provisions on foundations stated in the law and this bylaw, the provisions of article 42 and 43 of this bylaw apply to the control committee of the foundation as regards its formation, conditions of membership and specification of tasks.

Chapter 7

Non-Yemeni Associations and Foundations

Section 1: The provisions on opening branch offices for non-Yemeni Associations and foundations

Article 50: A- The non-Yemeni associations and foundations established by a law or in accordance with an international convention signed or to be signed by the Yemeni republic are administered by the articles of association of these associations and foundations, and as regards any issue not mentions in these articles of association, they shall follow the provisions of the law and this by law

B- The amendment of the articles of association of these associations and foundations follows the measures and procedures stated by the articles of association themselves, if none is existent, they follow the provisions of the laws or conventions by which they were established, if none existent, the follow the provisions of the law and this bylaw.

Article 51: A- Non-Yemeni Associations and foundations may seek permission to conduct one or more of the activities of the associations and foundations in the republic, the application is introduced to the competent

administration at the ministry of planning and international cooperation, showing the following data:

- 1- The treaty or convention on which the association or foundation base its requisition, if none existent, the requisition is to be considered a suggestion of an agreement, that becomes an agreement after the ratification of the ministry of planning and international cooperation and the endorsement of the representative of the non-Yemeni association or foundation.
- 2- The type of activity sought to be conducted, its geographical domain and timeframe.
- 3- The estimated budget of this activity and its financial resources

B- The following documents should be attached to the application:

- 1- An official copy of the articles of association
- 2- An official copy of the resolution of the authority of the non-Yemeni association or foundation concerning the suggested activity.

Article 52: The competent administration at the ministry of planning and international cooperation, before agreeing on the requisition and signing its agreement, should send a complete description of the requisition and the type ,timeframe, financial resources and geographical domain of the activity competent, as well as sufficient information of the non-Yemeni association or foundation to the ministry. The ministry should respond within 15 days of the receiving of the aforementioned description.

Article 53: In case the ministry of planning and international cooperation accepts the application of the non-Yemeni association or foundation, an agreement is held between the two, that should show the type ,timeframe, financial resources and geographical domain of the activity competent. This agreement may take the form of mutual correspondence, and in any case should take place within sixty days of the application.

Article 54: A- A copy of the agreement should be transferred to the ministry by the competent administration at the ministry of planning and international cooperation or by the non-Yemeni association or foundation

B- The non-Yemeni association or foundation whose agreement includes more than one activity, may seek to confine its activities to some of the ones permitted, and it may seek the continuation of the rest of activities during the time of the agreement by seeking permissions later.

Article 55: The ministry issues the permission to conduct the competent activity, within 15 days of receiving the copy of the agreement mentioned in article 54

Section 2: The rights and duties of the branch offices of the non-Yemeni Associations and foundations

Article 56: The branch office of the non-Yemeni association or foundation has the right to:

- 1- Rent or own the real estate needed for its activities after acquiring the agreement of the Council of Ministers in accordance with legislations in action
- 2- Opening accounts at any acknowledged bank and performing the regular banking procedures in compliance with the laws/regulations/instructions of the monetary authority in the republic.
- 3- Using the help of local or foreign advisory offices to perform the studies needed for its activities, programs, plans or to improve its performance.

Article 57: The branch offices of the non-Yemeni associations or foundations follow the provisions of Chapters 2 and 3, and section 2 of chapter 4, in a way that bears no contradiction with this chapter and the international conventions to which the Yemeni republic is a party.

Article 58: The standing branch offices of the non-Yemeni associations or foundations should reorganize their legal positions in accordance with the law and this bylaw.

Chapter 8 Federation of a specific type

Section 1: Procedures and Conditions of establishment

Article 59: Associations or foundations may establish a federation of a specific type on the level of the governorate or the level of the republic if the following conditions concurred:

- 1- That the number of these associations or foundations is no less than ten associations or foundations
- 2- That these associations or foundations aim at achieving or funding a mutual activity that is defined in their articles of association

- 3- That these associations or foundations enjoy legal status in accordance with the law and this by law, and none of which has been suspended or liquidated by court order

Article 60: taking into consideration the provisions of article 59, the associations or foundations aiming at establishing a federation of a specific type should create a preparatory committee of no less than 5 of their members that undertakes the tasks of pursuing the establishing procedures, preparation of its articles of association and organization of its establishing meeting in accordance with the rules and procedures of establishing associations and foundations stated by the law and this by law, and wit no contradiction to the nature of the federation

Article 61: The federation of a specific type enjoys legal status and undertakes the following tasks and responsibilities:

- A- Preparing a database and providing sufficient information on the associations and foundations active in its geographical domain including the relevant studies and researches, as well as the local and international conferences related to their activities.
- B- Publishing a guide on the associations and foundations in its geographical domain to introduce them to citizens and incite them to participate in their activities
- C- Leading social researches in its geographical domain and participating in the social researches led by the general federation of associations and foundations
- D- Coordinating the efforts of its member associations and foundations to guarantee cooperation
- E- Evaluating the services provided by the associations and foundations in the view of the needs of the community and the available resources
- F- Organizing programs of technical and administrative training for the employees and members of associations and foundations
- G- Studying the problems of funding and working on solving them

Section 2: Membership of Federations of a specific type

Article 62: A- Any association or foundation may join a standing federation of a specific type in accordance with the following procedures and conditions:

- 1- Filing a written application to the chairman of the executive office of the federation
- 2- That the association or foundation enjoys legal status
- 3- That the association or foundation fulfills all conditions stated by the articles of association of the federation

4- The agreement of the general assembly or the founder(s) on the application

B- The executive office of the federation should review the application within thirty days of its filing

C- The executive office is not allowed to reject the application as long as the conditions are fulfilled, and in case of rejection, the applicant may appeal to the minister within one month from his notification of the rejection decision

Article 63: A- The articles of association of the federation defines the value and method of payment of subscriptions and membership fees

B- The representative of an association or foundation at the federation is not allowed to participate in the meetings of the general board, or nominate himself for the membership of the executive office or the control and inspection committee unless the association or foundation he represents has paid its subscription in accordance with the articles of association of the federation

Article 64: A- the membership of an association or foundation in a federation of a specific type is annulled in any of the following cases:

- 1- A resolution of liquidation, break up, or merger is issued
- 2- Delay in payment of subscriptions
- 3- Performing actions that may cause considerable material or moral damage to the federation

B- The annulment of membership takes place through a resolution of the executive office showing the title of the member and the reason(s) of the annulment and its date

C- Those of annulled membership are to be notified within thirty days from the resolution of annulment

D- The member whose membership has been annulled has no right to retrieve the subscriptions, membership fees, gifts or donation it has paid to the federation, and it has no right to the money of the federation

E- Membership could be given back to a member whose membership has been annulled for delay of payment, if it pays the due amount in accordance with the articles of association to the federation

Section 3: Financial resources and financial regulations of the federation

Article 65: A - the financial resources of the federation consist of the following:

- 1- Membership fees
- 2- Subscriptions of the member associations and foundations
- 3- Donations, gifts, aids, and unconditioned grants that bear no contradiction to laws and bylaws in action
- 4- Endowments
- 5- Any other resources stated by the articles of association, that are accepted by the executive office and that bear no contradiction to laws and bylaws in action

B- The fiscal year of the federation starts on the January 1 every year and ends on December 31 of the same year, except the year of establishment, where the fiscal year starts on the date of proclamation of the federation, and ends on December 31 of the next fiscal year

C- The money of the federation is to be deposited at the bank defined by the executive office

Article 66: A- It is condition in order to spend any of the money of the federation, that the permission of expenditure is signed by the chairman of the executive office or who substitutes for him and the financial officer

B- All they amounts to be spent from the money of the federation are to be spent to achieve its objectives and in accordance with the expenditure procedures defined by the legal accountant

C- The accounts of the federation are to be audited every year by an independent legal accountant. The auditing should take place within three months from the end of the fiscal year.

D- The federation is not allowed to solicit the public for donations

E- The federation should keep a special register for donations and grants

Section 3: Bodies of the federation

First: the general board

Article 67: A- The general board of the federation consists of all the representatives of the member associations and foundations that have fulfilled the conditions of membership in accordance with the law, this bylaw and the articles of association of the federation

B- Every association or foundation is represented by at least three and at most five members in the general board, elected by the general assembly or appointed by the founder(s)

C- The term for membership is 4 years

Article 68: The general board meets for its regular convention once a year, within one month from the closure of the auditing of accounts. The general board discusses in this meeting the financial and administrative reports of the federation for the past fiscal year. The general board may meet for irregular conventions based on a justified requisition from the chairman of the executive office, two thirds of the members of the executive office, or two thirds of the members of the general board

Article 69: A- The call to convention should be by advertisement in official means of information and at least one week before the date of the meeting. It should make clear the time and place of the meeting and its agenda

B- The member of the general board is not allowed to deputize another member to attend the meeting for him, or to vote for him.

C- The general board is not allowed to discuss anything outside its agenda

Article 70: The convention of the general board is considered valid by the presence of the absolute majority of its registered members (50% + 1), if the quorum is not fulfilled, the meeting is postponed for no more than one week, if the quorum is not fulfilled in the second meeting, the meeting is postponed for 24 hours, and then the convention is considered valid by the presence of any number of members

Article 71: the resolutions of the regular general board are issued by the majority of the present members, and the resolutions of the irregular general board are issued by the absolute majority of the members (50% + 1)

Article 72: The general board in its annual regular convention undertakes the following tasks and mandates:

- 1- Electing the chairman and members of the executive office and the control and inspection committee

- 2- Discussing and ratifying the reports of the executive office for the past fiscal year,
- 3- Discussing and endorsing the action plans of the federation
- 4- Discussing and ratifying the balance sheet of the past fiscal year
- 5- Discussing and endorsing the estimate budget of the next fiscal year
- 6- Endorsing the establishment branch office(s) of the federation
- 7- Discussing and endorsing the internal regulations of the federation
- 8- Appointing the legal accountant based on the nomination of the executive office
- 9- Discussing and ratifying the contracts and agreements signed by the executive office
- 10- Discussing and ratifying the report of the legal accountant for the past fiscal year
- 11- Any other issues stated by the articles of association

Article 73: The general board in its irregular convention undertakes the following tasks and mandates:

- A- Amendment of the articles of association
- B- Dissolution of the federation
- C- Dismissing all or some of the members of the executive office or the control and inspection committee
- D- Agreeing on participation in an Arab regional or international organization, association or federation outside the republic
- E- Any other issues stated by the articles of association

Article 74: The representative of a member association or foundation is not allowed to vote in the meetings of the general board if the subject at hand was holding an agreement with the party he represents, or filing a suit against it, or withdrawal of previously filed suit against it. He is not allowed to vote as well if he has personal interest in the subject at hand, with the exception of the election of the executive office and the other boards and committees related to the federation

Second: the executive office:

Article 75: A- An executive office of no less than 7 and no more than 15 members undertakes the task of administering the federation, to be elected by the general board from its members by secret balloting.

B- The term of the members of the board of directors is four years

C - The same person may not hold the membership of the executive and have a paid job at the federation at the same time, unless by the consent of the general board

D- If the position of one of the members of the executive office becomes vacant for any reason, he is to be substituted by the member with the highest votes in the last elections. If the vacant positions become one third or more of the positions of the executive office, the chairman of the board or the remaining members should call the general board to convention for an irregular meeting within 30 days to fill the vacant positions or elect a new executive office, if that is not done, the ministry may call the general board to convention for an irregular meeting to elect new chairman and members of the executive office or fill the vacant positions, within 30 days after the end of the aforementioned period.

Article 76: The executive office undertakes the following tasks and responsibilities:

- 1- Distribution of tasks and responsibilities among its members by means of consent, or by the majority of votes.
- 2- Choosing the bank at which the money of the federation is to be deposited
- 3- Preparing the projects of annual reports on the activities of the federation and its branch offices in order to introduce them to the general board for ratification
- 4- Signing contracts needed for the activities of the federation in accordance with the articles of association
- 5- Organizing the general board meetings
- 6- Preparing the project of the estimated budget for the next fiscal year and introducing it to the general board for discussion and endorsement
- 7- Preparing projects of amendment of the articles of association and introducing them to the general board for discussion and ratification
- 8- Preparing the project of the balance sheet of the past fiscal year, and revising the report of the legal accountant, and introducing them to the general board for discussion and ratification
- 9- Preparing the internal financial and administrative regulations and introducing them to the general board for discussion and ratification
- 10- Nominating the legal accountant
- 11- Hiring the employees needed for the activities of the federation, and dealing with the issues of their hiring, salaries, disciplinary measures and dismissal.
- 12- Creating temporary or permanent committee(s) that may deputize the office in performing certain tasks defined by the resolution of creation
- 13- Any other tasks or responsibilities stated by the articles of association, or assigned by the general board

Article 77: A- The executive office meets regularly at least once a month by a written invitation of its chairman or who deputizes him, and it may hold

exceptional meetings based on a justified requisition of its chairman ,two thirds of its members or one third of the members of the general board

B- The member of the executive office is not allowed to skip its meetings without an acceptable excuse that is introduced at least 24 hours before the meeting, and any member who skips three consecutive meetings without excuse is considered dismissed.

C- The member of the executive office is not allowed to participate in discussion or voting on any issues if he or one of his relatives up to fourth degree has personal or financial interest

Article 78: The chairman of the executive office undertakes the following tasks and responsibilities:

- 1- Presiding over the meetings of the executive office and the general board
- 2- Calling the executive office and the general board to convention and ratifying their agendas
- 3- Representing the federation before other bodies
- 4- Signing contracts and agreements held by the federation as well as the financial documents and checks in accordance with the articles of association of the federation
- 5- Supervising all the activities of the federation and its subordinate committees
- 6- Any other tasks or responsibilities stated by the law, this bylaw, the articles of association, or assigned by the general board

Third: the control and inspection committee

Article 79: A- A control and inspection committee shall be created for every federation, that consists of at least three and at most seven members, chosen by the general board through secret elections

B- The term of membership of the control and inspection committee is four years

C- The same person is not allowed to be a member of the executive office and the control and inspection committee at the same time

Article 80: A- The committee convenes right after its election or within 24 hours to elect a chairman and a registrar from its members

B- The committee meets regularly at least once every three months, and may hold irregular meetings by a written requisition of its chairman or who deputizes him, or two thirds of its members

C- The convention of the committee is considered valid by the presence of the majority of its members, and its resolutions are issued by the majority of its present members, and if the two sides are equal the side where the chairman is wins the vote.

Article 81: The control and inspection committee undertakes the following tasks and mandates:

- 1- Monitoring the activities of the federation to inspect its commitment to the law, this bylaw and the articles of association
- 2- Revising all registers, records, activities and inventories of the federation and reporting any violations to the executive office, and suggesting solutions and methods to avoid them in the future
- 3- Preparing an annual report on its activities, and introducing it to the executive office and the competent administration
- 4- Any other tasks or responsibilities stated by the articles of association

Chapter 9

Governorate Federation

Article 82: A- The governorate federation consists of the associations and foundations located in one governorate whatever there type or activity

B- The number of associations and foundations forming a governorate federation should be no less than ten association and foundation enjoying legal status in accordance with the law and this bylaw

Article 83: A- The membership of a federation of a specific bears no obstruction for associations or foundations to form a governorate federation or join a standing one

B- If the association or foundation has branch offices, it may only join the governorate federation where its head office is located

C- The governorate federation enjoys legal status and undertakes the tasks and responsibilities stated in article 61 of this bylaw

Article 84: The same rules of establishing and joining a federation of specific type are followed with governorate federation, with the specificity of governorate federations taken into consideration

Chapter 10

General Federation

Section 1: Procedures and Conditions of establishment

Article 85: A general federation of associations and foundation is to be established on the level of the republic that consists of federation of specific types and governorate federations in accordance with the following conditions and procedures:

- 1- That the federations aiming at establishing the general federation enjoy legal status in accordance with the law and this bylaw
- 2- That the general boards of federations agree on establishing and being members of the general federation
- 3- That the federations aiming at establishing the general federation choose a preparatory committee from their members that undertakes the tasks of pursuing the establishing procedures, preparation of its establishing contract and articles of association and organization of its establishing congress
- 4- That the federations participating in the establishing of the general federation file an application of registration and proclamation of the general federation to the competent administration according to the model application, and in accordance with the conditions and procedures of establishing associations and foundations, with the specificity of general federations taken into consideration

Article 86: The general federation enjoys legal personality, and its head office is to be located in the capital, and it may have branch offices in other governorates, whenever it is necessary and of the interest of the general federation.

Article 87: The general federation undertakes the following tasks and responsibilities:

- 1- Formulating a general conception of the role of associations and foundations in applying the programs of social development
- 2- Leading studies needed for providing funding to associations and foundations, promoting their resources, contacting local and international institutions and providing advice on how to support their financial capabilities
- 3- Organizing programs of administrative and technical training for the employees of associations and federations and their members in

coordination with federations of specific types and governorate federations

Section 2: Membership of the general federation

Article 88: A- Any federation registered at the competent administration may join the general federation according to the following procedures and conditions:

- 1- Filing a written application to the chairman of the executive office of the general federation
- 2- fulfilling all conditions stated by the articles of association of the general federation
- 3- The agreement of the general board on the application

B- The executive office of the federation should review the application within thirty days of its filing

C- The executive office is not allowed to reject the application as long as the conditions are fulfilled, and in case of rejection, the applicant may appeal to the minister within one month from their notification of the rejection decision

Article 89: A- Each delegate has one vote in the general congress of the general federation

B- The number of delegates for every member federation is defined by the number of its member associations and foundations

Article 90: In case a federation loses one or more of delegates in the general federation for any reason, the competent federation may call another member to fill in for the vacant position.

Article 91: Every governorate is to be represented in the federation by one delegate appointed by the governor in coordination with the ministry.

Article 92: The membership of a federation is annulled if any of the reasons of annulment stated in the articles of association or in this bylaw should occur

Article 93: A - The articles of association is to define the membership fees and subscriptions and the methods of payment

B- The delegate of a federation is not allowed to participate in the meetings of the general congress, or nominate himself for the membership of

the general unless federation he represents has paid its subscription in accordance with the articles of association of the general federation

Article 94: A- The member federation maybe dismissed in the case of performing actions that may cause considerable material or moral damage to the general federation, violation of its commitment defined in the articles of association or delay in payment of subscription.

B- Membership could be given back to a member federation whose membership has been annulled for delay of payment based on a resolution of the general congress, if it pays the due amount in the next fiscal year and in accordance with the articles of association of the general federation

Section 3: Financial resources and financial regulations of the general federation

Article 95: A - the financial resources of the federation consist of the following:

- 1- Membership fees
- 2- Subscriptions of the member federations
- 3- Donations, gifts, aids, and unconditioned grants that bear no contradiction to laws and bylaws in action
- 4- Endowments
- 5- Any other resources stated by the articles of association, that are accepted by the executive office and that bear no contradiction to laws and bylaws in action

B- The fiscal year of the federation starts on the January 1 every year and ends on December 31 of the same year, except the year of establishment, where the fiscal year starts on the date of proclamation of the federation, and ends on December 31 of the next fiscal year

C- The money of the federation is to be deposited at the bank defined by the executive office

D- It is condition in order to spend any of the money of the federation, that the permission of expenditure is signed by the chairman of the executive office or who substitutes for him and the financial officer

Article 96: A- All they amounts to be spent from the money of the federation are to be spent to achieve its objectives and according to the expenditure procedures defined by the legal accountant

B- The accounts of the federation are to be audited every year by an independent legal accountant. The auditing should take place within three months from the end of the fiscal year.

C- The federation is not allowed to solicit the public for donations

D- The federation should keep a special register for donations and grants

Section 3: Bodies of the federation

First: the general congress

Article 97: The general congress of the general federation consists of:

A- The executive offices of the member federations

B- The delegates of the congress on the level of governorates

Article 98: The representation of member federations should be as following:

A- Every federation of 10-15 associations or foundations with three delegates elected by its general board from the members of its executive office

B- One delegate is added for every additional 10 member associations or foundations up to 50

C- One delegate is added for every additional 20 member associations or foundations for the federations whose membership is larger than 50 associations or foundations

D- It is not allowed that the number of delegates for one federation becomes more than 20 no matter how many its member associations and foundations.

Article 99: The delegate is not allowed to deputize another member or person to attend the meeting for him, or to vote for him.

Article 100: A- The general congress meets for its regular convention once every four years, within two months from the closure of the auditing of accounts of member federations. The general congress may meet for irregular conventions based on a justified requisition from the chairman of the executive office, two thirds of the members of the general board, or two thirds of the members of the general congress

B- The call to convention should be by advertisement in official means of information and at least two weeks before the date of the meeting. It should make clear the time and place of the meeting and its agenda

C- The delegate is not allowed to deputize another member or person to attend the meeting for him, or to vote for him.

D- The general congress is not allowed to discuss anything outside its agenda

Article 101: A- The convention of the general congress is considered valid by the presence of the absolute majority of its registered members (50% + 1), if the quorum is not fulfilled, the meeting is postponed for no more than one week, if the quorum is not fulfilled in the second meeting, the meeting is postponed for 24 hours, and then the convention is considered valid by the presence of any number of members

B- The meetings of the congress are presided by the chairman of the executive office or who substitutes for him, and the registrar writes down the minutes of the meeting

C- the resolutions of the regular general congress are issued by the majority of the present members, and the resolutions of the irregular general board are issued by the absolute majority of the members (50% + 1)

Article 102: The general congress in its annual regular convention undertakes the following tasks and mandates:

- 1- Electing the chairman and members of the general board and the control and inspection committee
- 2- Discussing and ratifying the reports of the general board for the past time and the time to come
- 3- Discussing and ratifying the balance sheet of the past time
- 4- Appointing the legal accountant and defining his salary
- 5- Discussing and endorsing the estimate budget for the federation
- 6- Discussing and ratifying the agreements signed by the general board
- 7- Ratifying the applications from new members
- 8- Ratifying the dismissal of members
- 9- Any other issues stated by the articles of association

Article 103: The general congress in its irregular convention undertakes the following tasks and mandates:

1. Amendment of the articles of association
2. Dissolution of the federation
3. Dismissing all or some of the members of the executive office or the control and inspection committee
4. Agreeing on participation in an Arab regional or international organization, association or federation outside the republic

5. Any other issues stated by the articles of association

Second: the general board

Article 104: A- The general board of the general federation consists of 51 members elected by the congress by secret balloting

B- The term of membership is 4 years

C- The call to convention should be by a letter sent by registered mail or delivered by hand to all members, at least two weeks before the meeting. It should make clear the time and place of the meeting and its agenda.

Article 105: The chairman of the executive office calls the general board to regular convention at least once a year, within one month from the closure of the auditing of accounts. The. The general board may meet for irregular conventions based on a justified requisition from the chairman of the executive office, two thirds of the members of the executive board, or two thirds of the members of the general board.

Article 106: The member of the general board is not allowed to deputize another member or person to attend the meeting for him, or to vote for him

Article 107: The general board is not allowed to discuss anything outside its agenda

Article 108: The convention of the general board is considered valid by the presence of the absolute majority of its registered members (50% + 1), if the quorum is not fulfilled, the meeting is postponed for no more than one week, if the quorum is not fulfilled in the second meeting, the meeting is postponed for 24 hours, and then the convention is considered valid by the presence of any number of members

Article 109: The meetings of the general board are presided by the chairman of the executive office or who substitutes for him, and the registrar writes down the minutes of the meeting

Article 110: The resolutions of the regular general board are issued by the absolute majority of the members of the association(50% + 1)

Article 111: The mandate of the general board in its annual regular meeting includes all the issues related to the federation especially the following:

1- Electing the members of the executive office

- 2- The report of the executive office for the past year and the action plans for the next year
- 3- The report of the legal accountant
- 4- Ratifying the balance sheet of the past fiscal year
- 5- Endorsing the estimate budget of the next fiscal year
- 6- Endorsing the establishment branch office(s) of the federation
- 7- Applying the resolutions of the general congress and devising plans to apply its recommendations
- 8- Discussing and ratifying the contracts signed by the executive office
- 9- Discussing the internal regulations of the federation and introducing them to the general congress for endorsement
- 10- Any other issues stated by the articles of association or introduced by the executive office

Article 112: The general board in its irregular convention undertakes the following tasks and mandates:

1. Agreeing on the project to amend the articles of association and introducing it to the congress for ratification
2. Dismissing all or some of the members of the executive office
3. Suggesting participation in an Arab regional or international organization, association or federation outside the republic
4. Any other issues stated by the articles of association

Third: the executive office

Article 113: A- An executive office of no less than 7 and no more than 15 members undertakes the task of administering the general federation, to be elected by the general board from its members by secret balloting.

B- The term of the members of the board of directors is four years

C - The same person may not hold the membership of the executive and have a paid job at the federation at the same time, unless by the consent of the general board

D- If the position of one of the members of the executive office becomes vacant for any reason, he is to be substituted by the member with the highest votes in the last elections. If the vacant positions become one third or more of the positions of the executive office, the chairman of the board or the remaining members should call the general board to convention for an irregular meeting within 30 days to fill the vacant positions or elect a new executive office, if that is not done, the ministry may call the general board to convention for an irregular meeting to elect new chairman and

members of the executive office or fill the vacant positions, within 30 days after the end of the aforementioned period.

Article 114: The executive office undertakes the following tasks and responsibilities:

- 1- Distribution of tasks and responsibilities among its members by means of consent, or by the majority of votes.
- 2- Choosing the bank at which the money of the federation is to be deposited
- 3- Preparing the projects of annual reports on the activities of the federation and its branch offices in order to introduce them to the general board for ratification
- 4- Signing contracts needed for the activities of the federation in accordance with the articles of association
- 5- Organizing the general board and general congress meetings
- 6- Preparing the project of the estimated budget for the next fiscal year and introducing it to the general board for discussion and endorsement
- 7- Preparing projects of amendment of the articles of association and introducing them to the general board for discussion and ratification
- 8- Preparing the project of the balance sheet of the past fiscal year, and revising the report of the legal accountant, and introducing them to the general board for discussion and ratification
- 9- Preparing the internal financial and administrative regulations and introducing them to the general board for discussion and ratification
- 10- Hiring the employees needed for the activities of the federation, and dealing with the issues of their hiring, salaries, disciplinary measures and dismissal.
- 11- Creating temporary or permanent committee(s) that may deputize the office in performing certain tasks defined by the resolution of creation
- 12- Any other tasks or responsibilities stated by the articles of association, or assigned by the general board

Article 115: A- The executive office meets regularly at least once a month by a written invitation of its chairman or who deputizes him, and it may hold exceptional meetings based on a justified requisition of its chairman or two thirds of its members.

B- The member of the executive office is not allowed to skip its meetings without an acceptable excuse that is introduced at least 24 hours before the meeting, and any member who skips three consecutive meetings without excuse is considered dismissed.

C- The member of the executive office is not allowed to participate in discussion or voting on any issues if he or one of his relatives up to fourth degree has personal or financial interest

Article 116: The chairman of the executive office undertakes the following tasks and responsibilities:

- 1- Presiding over the meetings of the executive office and the general board
- 2- Calling the executive office ,the general board and the general congress to convention and ratifying their agendas
- 3- Representing the federation before other bodies
- 4- Signing contracts and agreements held by the federation as well as the financial documents and checks in accordance with the articles of association of the federation
- 5- Supervising all the activities of the federation and its subordinate committees
- 6- Any other tasks or responsibilities stated by the law, this bylaw, the articles of association

Fourth: the control and inspection committee

Article 117: A- A control and inspection committee shall be created for the general federation, that consists of at least five and at most seven members, chosen by the general board through secret elections

B- The term of membership of the control and inspection committee is four years

C- The committee convenes right after its election or within 24 hours to elect a chairman and a registrar from its members, in the presence of a representative of the competent administration

Article 118: A - The committee meets regularly at least once every three months, and may hold irregular meetings by a written requisition of its chairman or who deputizes him, or one third of its members

B- The convention of the committee is considered valid by the presence of the majority of its members, and its resolutions are issued by the majority of its present members, and if the two sides are equal the side where the chairman is wins the vote.

Article 119: The control and inspection committee undertakes the following tasks and mandates:

- 1- Monitoring the activities of the federation to inspect its commitment to the law, this bylaw and the articles of association
- 2- Revising all registers, records, activities and inventories of the federation and reporting any violations to the executive office, and suggesting solutions and methods to avoid them in the future
- 3- Preparing an annual report on its activities, and introducing it to the executive office and the competent administration
- 4- Any other tasks or responsibilities stated by the articles of association

Chapter 11

Merger, break-up, dissolution, and liquidation of associations and foundation

Section 1: merger

Article 120: A- The association or foundation that seeks merger with another association or foundation or more should acquire the agreement of its general assembly or founder(s) in accordance with the provisions of the law, this by law and its articles of association

B- The merged associations or foundations should provide the competent administration with a detailed list of money, properties, commitments and financial arrangements, signed by the chairman of the board of directors or board of trustees and the financial officer

C- The competent administration should check the validity of merger procedures

Article 121: A- The competent administration should, in case merger procedures were valid, proclaim the new association or foundation and issue a new registration certificate within thirty days of the notification of accepting merger

B- The competent administration should provide the new association or foundation with a new registration certificate, and annul the record of the merged associations or foundations

Section 2: break-up

Article 122: A- The association that seeks break-up should acquire the agreement of its general assembly by a justified resolution, on the conditions, causes and benefits of break-up

B- The association should provide the competent administration with a detailed list of money, proprieties, commitments and financial arrangements, signed by the chairman of the board of directors or board of trustees and the financial officer

C- The general assembly, when issuing the break-up resolution, should hire a legal accountant to distribute the rights, duties and proprieties of the association on the resulting associations

D- The competent administration should check the validity of break-up procedures

Article 123: A- The competent administration should, in case break-up procedures were valid, proclaim the new associations and issue new registration certificates within thirty days of the notification of accepting break-up, the new association should pursue the procedures of establishment as if it were new

B- The competent administration should provide the new associations with new registration certificates, and annul the record of the broken-up association.

Section 3: Dissolution and liquidation

Article 124: A - The ministry may file a suit of dissolution of an association or foundation to the court of competent jurisdiction in case the association or foundation commits any of the following contraventions:

- 1- Spending the money of the association or foundation or appropriating it for purposes other than those it was established for
- 2- Receiving or sending money abroad in violation of the law or this bylaw
- 3- Joining or participating in a club, association, institution, federation or association outside the republic in violation of the law or this bylaw

- 4- Showing that its actual purposes were to conduct one of the activities banned by article 19 of the law
- 5- Solicitation in violation of this bylaw
- 6- Commitment of a considerable violation of the provisions of the law

B- The lawsuit of dissolution may not be considered unless the ministry has given the association or foundation three notifications within 6 months to pursue procedures of rectification, and the it did not do that

C- The decree of dissolution is not considered valid but with a final writ of the court of competent jurisdiction, the decree should include the appointment of a liquefier and the defining of a remuneration for that.

Article 125: A- The dissolution or liquidation of an association could take place by a resolution of two thirds of the members of the irregular general assembly, in accordance with the articles of association

B- If the articles of association includes no details on the appointment of liquefier(s) or the method of their appointment, and if the general assembly did not agree on that, the court of competent jurisdiction shall appoint them and define the remuneration for their job and the period of liquidation

Article 126: A- For the purpose of liquidation, the legal status of the association or foundation remains standing during the time needed for that

B- Within thirty days from the date of voluntary dissolution or the issuance of the court writ, the ministry should proclaim the dissolution of the association and annul it from the public records, and publish that in an official news paper.

C- As regards any association that has acquired tax incentives, or donations from the public, or gifts from any governmental organization or institution, the proprieties and assets are distributed as following:

- 1- Fulfilling the debts, debits and financial commitments, in a accordance with the articles of association or what the process of liquidation states
- 2- The remaining proprieties and assets are to devolve to any other association of the same or similar purposes by a resolution of the general assembly before the issuance of the court writ

Article 127: A- the association that has been liquidated should deliver all its money, registers, records and documents to the liquefier as soon as they are sought. It is thus forbidden for the association or the institution at which the money is deposited to disburse any of its issues, money or rights without a written order of the liquefier.

B- The members of the liquidated association, or any other of its administrators, are forbidden from continuing its activity with its money and proprieties.

Chapter 12

Final provisions

Article 128: The ministry may assign the administration of its institutes and centers of social activities to the active and successful association. The ministries, units of local administration and any other institution may ask the minister to assign some of its projects, activities, programs, or the administration of one of its organizations to any successful and active association, the requisition should include the following:

- 1- A detailed description of the constituents, objectives and purposes of the organization, program or project sought to be assigned to the association
- 2- The reasons for choosing the association to whom the project is to be assigned

Article 129: The ministry, in the cases referred to in article 128, should acquire the agreement of the association before the assigning, and in all cases the decree of assigning is issued by the minister

Article 130: A- The minister issues a decree defining the officers who have the right to attend elections, or enter the offices of associations,

foundation, federations, and their branch offices, for the purpose of reviewing their records.

B- The association, foundation or federation should not allow any of the officers mentioned in section A of this article to attend its elections or enter its offices for the purpose of reviewing its records until checking the following conditions:

- 1- That the officer bears a special card issued by his office that allows him to enter the offices of foundation, federations, and their branch offices, for
- 2- That the officer bears an official assignment from his office showing the name of the association, foundation, federation or branch office and clarifying the purpose of the mission and its timeframe
- 3- That the officer signs the visits record in the association, foundation, federation or branch office, signifying the reviewing of the records

The officer is committed to file a report of his mission to his office, and the office should review the remarks of the report and notify the association, foundation, federation or branch office of the result of inspection

Article 131: The minister, within three months from the issuing of this bylaw, should ratify the new models defined by this bylaw, and specify the procedural regulations for them, and especially the following:

- 1- The contract models for establishing associations, foundations and federations
- 2- The articles of association models for associations, foundations and federations
- 3- The procedure models for establishing and proclamation

Article 132: The associations, foundations and their federations may participate or join any Arab, regional or international organization, association or federation outside the republic in accordance with the following conditions:

- 1- That its activities and objectives are in harmony with those of the organization, association or federation it seeks to join

- 2- That the objectives of the organization, association or federation are harmonious with the principles of Islamic law (Sharia), the constitution and the laws in action.
- 3- That it officially notifies the ministry of the desire to participate or join
- 4- That thirty days pass after the notification without the issuing of a justified objection by the ministry

Article 133: The association, seeking to achieve its objectives and support its financial resources, may establish service and production projects, hold parties, charity markets, fairs and sports events.

Article 134: Any group no matter what title it holds (forum, center, club, etc.), whose objectives or activities are among those of an association, should take the legal form of an association or foundation, and to apply to the ministry for registration according to the provisions of chapter three.

Article 135: A decree on the procedures regulating the electoral processes of associations and their federations is to be issued by the minister, in a way that bears no contradiction to the law, this bylaw and the other laws and bylaws in action, as well as the democratic means and the freedom guaranteed for associations and their federations

Article 136: The procedures of legal supervision of the ministry over the activities of associations, foundations and their federations are to be defined by a decree from the minister, showing the limits and mechanisms and models used in supervision, and in a way that bears no contradiction to the law or to this by law.

Article 137: With article 37 of this bylaw taken into consideration, non-Yemenis may participate in the establishment or membership of associations. The minister is to define the ratio of their representation in the general assembly or the board of directors by a decree.

Article 138: The provision of the law and this bylaw apply to the associations of fraternity and friendship and the expatriate associations.

Article 139: This decree is to be applied from the date of its issuing, and it is to be published in the official gazette.

Issued in the presidency of the cabinet

May 10, 2004

Abdel Kareem Al-Arhabi

Former minister of Labor and Social affairs

Abdel-Kader Bajamal

Former Prime Minister